

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF GEORGIA
ALBANY DIVISION

In re	:	
	:	
DAIRY PRODUCTION SYSTEMS-	:	Chapter 11
GEORGIA, LLC, DAIRY PRODUCTION	:	
SYSTEMS, LLC, DAIRY PRODUCTION	:	Case No. 10-11752-JDW
SYSTEMS-MISSISSIPPI, LLC, NEW	:	
FRONTIER DAIRY, LLC and HEIFER	:	Jointly Administered
HAVEN, LLC,	:	
	:	
Debtors.	:	
	:	

APPLICATION TO APPROVE EMPLOYMENT OF ATTORNEYS FOR
OFFICIAL COMMITTEE OF UNSECURED CREDITORS

The application of the Official Committee of Unsecured Creditors respectfully represents:

1.

That on October 7, 2010, the above-referenced Debtors filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code.

2.

By notice dated October 19, 2010, the Official Committee of Unsecured Creditors was appointed in this case, a copy of which notice is attached hereto and incorporated herein by this reference.

3.

The Official Committee of Unsecured Creditors (the "Committee") wishes to employ the law firm of Stone & Baxter, LLP of Macon, Georgia as its attorneys in this case, as evidenced by Applicant's engagement letter, a copy of which is attached hereto and incorporated herein by this reference.

4.

Members of the law firm of Stone & Baxter, LLP are admitted to practice in this Court and have knowledge and experience in bankruptcy practice and are well qualified to represent the Applicant.

5.

In carrying out Applicant's duties as the Official Committee of Unsecured Creditors, it will be necessary for various services to be rendered, for which it is necessary to retain attorneys, among these services being:

(a) to give the Committee legal advice with reference to its powers and duties as the Official Committee of Unsecured Creditors;

(b) to prepare on behalf of the Committee necessary applications, reports, and other legal papers;

(c) to prepare motions, pleadings and applications and to conduct examinations incidental to the powers and duties of the Committee, as provided under 11 U.S.C. § 1103;

(d) to investigate the Debtor and causes of action of the Debtor against insiders or any other matters respecting the Debtor or the Estate, or the possibility or desirability of selling the assets of the Estate or reorganizing the Debtor, as may be appropriate in the case; and

(e) to take all such other action as may be necessary to represent the interests of the Committee in connection with the bankruptcy case, or otherwise.

6.

To the best of the Committee's knowledge, Stone & Baxter, LLP has no connection with the Debtor, the Debtor's creditors, or any other party in interest or its respective attorneys, except as shown on the Affidavit of Ward Stone, Jr., annexed hereto.

7.

The terms of the employment of the law firm of Stone & Baxter, LLP agreed to by the Committee, subject to the approval of the Court, are set forth in an engagement letter from such firm to the Committee, dated October 19, 2010, a copy of which is attached hereto.

8.

As stated in such letter, such services will be performed upon a time billing basis at the standard hourly rates of the attorneys or other employees of the firm in performing services, which range upward from \$185.00 per hour for attorneys, \$100.00 per hour for each research assistant, and \$100.00 per hour for paralegals, including travel time. Such hourly rates are subject to periodic adjustment by Stone & Baxter, LLP in accordance with their usual firm changes in billing rates to reflect increased experience and expertise of the individuals involved. It was further agreed that, if at the conclusion of the case, the results merited, and the Committee

approves the same, the law firm may make application to the Court for allowance of a premium above their standard billing rates. All compensation is subject to approval of the Bankruptcy Court in accordance with the requirements of the Bankruptcy Code.

9.

Stone & Baxter, LLP does not hold or represent any interest adverse to the Committee in the matters upon which it is to be engaged by the Committee and its employment is in the best interest of this Estate, and the Committee seeks to employ them upon a general retainer.

WHEREFORE, the Committee prays that the employment of Stone & Baxter, LLP under a general retainer upon the terms specified to represent it as the Official Committee of Unsecured Creditors be approved, *nunc pro tunc* to the formation of the Committee on October 19, 2010, and that it have such other and further relief as is just and proper.

This 5th day of November, 2010.

THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF
DAIRY PRODUCTION SYSTEMS-
GEORGIA, LLC; DAIRY PRODUCTION
SYSTEMS, LLC; DAIRY PRODUCTION
SYSTEMS-MISSISSIPPI, LLC; NEW
FRONTIER DAIRY, LLC; AND HEIFER
HAVEN, LLC

By:



Martha Furst, Chairman of the Committee

STONE & BAXTER, LLP

By:

/s/ Ward Stone, Jr.

Ward Stone, Jr.

Georgia Bar No. 684630

577 Mulberry St., Suite 800
Macon, Georgia 31201
(478) 750-9899; (478) 750-9899 (fax)

Counsel for Official Committee of
Unsecured Creditors

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF GEORGIA
ALBANY DIVISION

In re:)	Chapter 11
)	
DAIRY PRODUCTION SYSTEMS-)	Case No. 10-11752-JDW
GEORGIA LLC, DAIRY)	
PRODUCTION SYSTEMS, LLC,)	
DAIRY PRODUCTION SYSTEMS-)	
MISSISSIPPI, LLC, NEW FRONTIER)	
DAIRY, LLC and HEIFER)	
HAVEN, LLC)	Jointly Administered
)	
Debtors.)	
)	

NOTICE OF APPOINTMENT
OF COMMITTEE OF UNSECURED CREDITORS

Pursuant to 11 U.S.C. Section 1102(a), the undersigned hereby appoints the following
Creditors to serve on the Committee of Unsecured Creditors:

SEE EXHIBIT "A" ATTACHED

This 19th day of October, 2010.

Respectfully submitted,

DONALD F. WALTON
UNITED STATES TRUSTEE, REGION 21

/s/Elizabeth A. Hardy
Elizabeth A. Hardy
Assistant United States Trustee
KY Bar No. 82701
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Macon, GA 31201
(478) 752-3544

EXHIBIT "A"

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RONALD C. THOMASON
AUSTIN E. CARTER
CHRISTOPHER W. TERRY
DAVID L. BURY, JR.
MATTHEW S. CATHEY

OF COUNSEL
JEROME L. KAPLAN, P.C.

TELEPHONE (478) 750-9898
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WWW.STONEANDBAXTER.COM

October 19, 2010

writer's email: wstone@stoneandbaxter.com

**Via Electronic Mail and
First-Class Mail**

Martha Furst, President/CEO
Furst-McNess Company
120 E. Clark Street
Freeport, IL 61032
Martha.furst@mcness.com

Re: Committee of Unsecured Creditors of Dairy Production Systems-Georgia, LLC,
Dairy Production Systems, LLC, Dairy Production Systems-Mississippi, LLC,
New Frontier Dairy, LLC and Heifer Haven, LLC, Chapter 11 Bankruptcy Case
No. 10-11752-JDW (Administratively Consolidated)

Dear Ms. Furst:

This letter will confirm our various telephone conferences regarding this firm's undertaking the representation of the Official Committee of Unsecured Creditors appointed in the above-referenced Bankruptcy Cases. This letter will confirm that we have agreed to undertake such representation upon the following conditions:

This Firm will represent the Committee upon a time-billing basis. Hourly rates of attorneys employed by this firm currently range upward from \$185.00 per hour, depending upon the attorney or attorneys involved. My current hourly rate is \$350.00 per hour. Time expended by research assistants and paralegals is currently billed at the rate of \$100.00 per hour. Hourly billing rates apply to any travel time involved. Hourly rates are adjusted periodically, usually around January 1 of each year, to reflect the experience and reputation of the individuals involved. Additionally, the Committee will be billed for any out of pocket expenses incurred during the course of the representation, at this firm's actual cost.

This firm routinely hires paraprofessionals, such as title abstractors, to assist in rendering services and to save costs. The services of such individuals who are not regular employees of the firm will be billed to the Committee at this Firm's actual cost of such services. This provision will apply to any non-professional expert witness employed to assist a connection with any

litigation related to or rising out of the above-referenced Bankruptcy Case. Independent professionals such as financial advisors, accountants, appraisers, or auctioneers, whose employment by the Committee may be recommended or facilitated by this Firm, will nevertheless be independently retained professionals, whose terms of engagement will be agreed upon directly between the Committee and such professionals.

Draft statements for services rendered will be submitted for payment in accordance with a certain Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, which will be entered in the Bankruptcy Case, a copy of which will be provided at time of entry on the court docket. As required by such Order, this firm will periodically apply for compensation to the Bankruptcy Court. Upon the entry of any order awarding interim or final compensation to this Firm, we will present a statement of services rendered to the Bankruptcy Estate for payment.

This Firm reserves the right to apply for premium compensation above our hourly rates if, at the conclusion of the case, the results merit it, and the Committee agrees to the same.

This letter will be disclosed to the Bankruptcy Court in connection with the Application of the Committee to retain this Firm, as evidence of this Firm's compensation arrangement with the Committee. Accordingly, this letter does not address the many important duties of the Committee which will be addressed in communications that will remain non-disclosed and privileged.

You may acknowledge the Committee's agreement to the terms of representation described in this letter by signing this letter in the space provided below and returning it to me via facsimile. Please return your original signed copy to me by return mail.

As with any case under Chapter 11, we cannot guarantee that the unsecured creditors will receive any specific amount of dividend, or for that matter, any dividend at all on account of pre-petition claims. We do assure you, however, that we will use our best efforts on behalf of the Committee, at all time. We thank you for giving us the opportunity to serve you in this important matter.

Sincerely,

Ward Stone, Jr.

WSjr/hs
Enclosure

cc: Patrick Wendelin
wendelinind@hotmail.com

Gordon Twerberg
Gordie6221@gmail.com

J. Doran Kay
kayforhay@hotmail.com

Bradley Wayne Mills
Bradley.mills@pfizer.com

M. S. Rainey, III
grandparainey@hughes.net

Norvel Reed, Jr.
Reeddairycattle@yahoo.com

Read and agreed to this 5th day of November, 2010.

The Official Committee of Unsecured Creditors
of Dairy Production Systems-Georgia, LLC, Dairy
Production Systems, LLC, Dairy Production Systems-
Mississippi, LLC, New Frontier Dairy, LLC, and
Heifer Haven, LLC

By:

/s/ Martha Furst
Martha Furst, Chairman

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FRONTIER DAIRY, LLC and HEIFER	:	Jointly Administered
HAVEN, LLC,	:	
	:	
Debtors.	:	

AFFIDAVIT OF PROPOSED ATTORNEYS

State of Georgia
County of Bibb

Personally appeared before the undersigned attesting authority authorized by law to administer oaths, Ward Stone, Jr., who, after first being duly sworn, deposes and says as follows:

1.

That he is a partner in the firm of Stone & Baxter, LLP, a limited liability partnership, and that he is authorized on its behalf to make this affidavit; and that this affidavit is made upon his persona knowledge.

2.

All attorneys employed by Stone & Baxter, LLP are attorneys and counselors at law, duly admitted to practice in the State of Georgia and are admitted to practice in this Court. Stone & Baxter, LLP employs the following attorneys, to wit: Ward Stone, Jr., D. Mark Baxter, Austin E. Carter, Christopher W. Terry, Ronald C. Thomason, Matthew S. Cathey and David L. Bury. Jerome L. Kaplan is of counsel to Stone & Baxter, LLP. Stone & Baxter, LLP maintains offices at Suite 800, 577 Mulberry Street, Macon, Georgia 31201.

3.

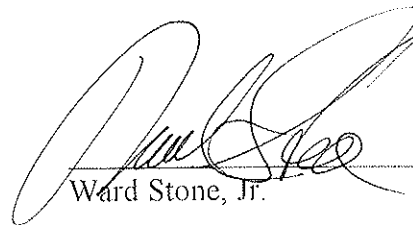
Neither Stone & Baxter, LLP, nor any attorney employed thereby have had any connection with the above-named Debtors, their creditors or any other person in interest herein and their respective attorneys, except as follows:

- (a) Stone & Baxter, LLP has consulted with the Committee of Unsecured Creditors in connection with its rights and responsibilities in connection with this Bankruptcy Case.
- (b) Stone & Baxter, LLP has, in the past, represented the following creditors of the Debtors, but not in connection with this case:
 - (1) Caterpillar Financial Services Corp.
- (c) The Debtor has not filed schedules in this case as of the date hereof. While Applicant does not represent any creditor of the Debtor, to the best of Affiant's knowledge, Affiant reserves disclosure regarding creditors until review of such schedules.

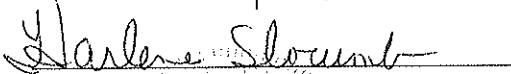
4.

To the best of Affiant's knowledge, information and belief, neither Stone & Baxter, LLP nor any attorney employed thereby holds or represents an interest adverse to this Bankruptcy Estate, or the Committee of Unsecured Creditors upon the matters upon which we are to be engaged and are disinterested persons.

This 8th day of November, 2010.


Ward Stone, Jr.

Sworn to and subscribed before me
this 8th day of November, 2010.


Notary Public

[AFFIX NOTARIAL SEAL]

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